

Assignment

WHEREAS, The Works USA, Inc. (hereinafter referred to as "ASSIGNOR"), having a place of business at: 185 Monmouth Park Corporate Center 1, West Long Branch, NJ 07764, is the owner of the entire right, title and interest in and to U.S. Patent Application No. 09/995,757, entitled "METHOD AND SYSTEM FOR RESUME STORAGE AND RETRIEVAL", filed September 20, 2000 and the invention claimed therein (the "Invention"); and

WHEREAS, Outtask, Inc. (hereinafter referred to as "ASSIGNEE"), having a place of business at: 209 Madison Street, Suite 400, Alexandria, VA 22314, is desirous of acquiring the full and exclusive right in and to said Invention and the entire right, title and interest in and to said U.S. Patent Application and any Letters Patent which may be granted therefor in the United States and its territorial possessions and in any and all foreign countries;

NOW, THEREFORE, in consideration of the sum of FIVE DOLLARS (\$5.00), the receipt whereof is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR, by these presents, does sell, assign and transfer unto said ASSIGNEE the full and exclusive right in and to said Invention in the United States and its territorial possessions and in all foreign countries and the entire right, title and interest in and to any and all Letters Patent which may be granted therefor in the United States and its territorial possessions and in any and all foreign countries and in and to any and all divisions, continuations, substitutions, renewals and reissues thereof.

ASSIGNOR hereby authorizes and requests the Patent Office Officials in the United States and its territorial possessions and in any and all foreign countries to issue any and all of said Letters Patent, when granted, to said ASSIGNEE as the assignee of the entire right, title and interest in and to the same, for the sole use and behoof of said ASSIGNEE and said ASSIGNEE's successors and assigns, to the full end of the term for which said Letters Patent may be granted, as fully and entirely as the same would have been held by ASSIGNOR had this assignment and sale not been made.

ASSIGNOR:

The Works USA, Inc.

Date:

6-27-01

C. M. C.

Christopher McCrae
Vice President

ASSIGNEE:

Outtask, Inc.

Date:

6/27/01

Stephen A. DePasquale

Stephen A. DePasquale
Chief Financial Officer